



TERMINATING A CORPORATION

This booklet has been developed jointly by the Franchise Tax Board and Secretary of State to help businesses file the necessary papers to properly terminate a corporation.

WHAT MUST I DO?

Stock Corporation:

READ AND COMPLETE PART 1 (Go to Page 5 of this booklet)

Nonprofit Corporation:

READ AND COMPLETE PART 2 (Go to Page 25 of this booklet)

CORPORATE MERGER? – Contact the Secretary of State at (916) 657-5448.

WARNING:

The minimum franchise tax (or equivalent fee) will continue to be assessed against your corporation each year, until you have completed the formal termination of your corporation. (This warning does not apply to nonprofit corporations that have been issued a tax exemption letter.)

PART 1 - STOCK CORPORATION

DOMESTIC Corporation: (incorporated in California)

Step 1

Less Than 100% Shareholder Approval:

- (a) Read the instructions on Pages 7 and 8
- (b) Prepare the Certificate of Election to Wind Up and Dissolve (see samples on Pages 9 and 10)
- (c) Read the instructions on Pages 11 and 12
- (d) Prepare the Certificate of Dissolution (see samples on Pages 13-17)

100% Shareholder Approval:

- (a) Read the instructions on Pages 18 and 19
- (b) Prepare the Certificate of Dissolution (see samples on Pages 20-24)

Step 2 Read the instructions on Page 40.

Step 3 Complete (fill-in) form FTB 3555 (Pages 41-44)

Step 4 Mail all of the above documents to:

Secretary of State – Legal Review
1500 Eleventh Street Third Floor
Sacramento CA 95814-5701

FOREIGN Corporation: (incorporated in another state)

Step 1 **Skip Pages 7-39**

Step 2 Read the instructions on Page 40.

Step 3 Complete (fill-in) form FTB 3555 (Pages 41-44)

Step 4 Read instructions on Page 45

Step 5 Complete (fill-in) Page 46 (Certificate of Surrender)

Step 6 Mail all of the above documents to:

Secretary of State – Legal Review
1500 Eleventh Street Third Floor
Sacramento CA 95814-5701

IF YOU NEED HELP, visit the web site at <http://www.ss.ca.gov/business/business.htm> or call the Secretary of State at (916) 657-5448.

CERTIFICATE OF ELECTION TO WIND UP AND DISSOLVE

The Certificate of Election to Wind Up and Dissolve may be filed prior to filing or simultaneously with the Certificate of Dissolution, but the corporation will not be officially dissolved until a Certificate of Dissolution is filed.

Also, when dissolving with less than 100% shareholder approval, or when filing prior to the issuance of shares, it is necessary to file both a Certificate of Election to Wind Up and Dissolve and a Certificate of Dissolution.

THERE IS NO FEE FOR FILING EITHER A CERTIFICATE OF ELECTION TO WIND UP AND DISSOLVE OR FOR FILING A CERTIFICATE OF DISSOLUTION.

When filing a Certificate of Election to Wind Up and Dissolve together with a Certificate of Dissolution, the dissolution will be effective when a Certificate of Dissolution accompanied by a current and valid tax clearance certificate issued by the Franchise Tax Board, is filed by the Secretary of State. If a completed Request for Tax Clearance Certificate – Corporation (form FTB 3555) is submitted with a Certificate of Dissolution to the Secretary of State, the Secretary of State will forward the form FTB 3555 to the Franchise Tax Board, and the dissolution will be considered to be “conditional”, pursuant to Section 1905(c), California Corporations Code, pending issuance of the tax clearance certificate. Be aware that corporate powers, rights and privileges cease upon the filing of a Certificate of Dissolution with the Secretary of State. Corporate existence continues, however, until a tax clearance certificate has been issued by the Franchise Tax Board.

All dissolution documents must be filed with the Secretary of State. Mailing or submitting dissolution documents to other state or federal agencies, including the Franchise Tax Board and the Internal Revenue Service, will not satisfy the statutory filing requirements for dissolution.

For proof of submittal of proposed dissolution documents, it is recommended that documents be sent to the Secretary of State, by Certified Mail, Return Receipt Requested. *To expedite processing, documents submitted by mail should be accompanied by a self-addressed envelope and a letter referencing the corporate name and corporate number as well as the name, telephone number and address to whom documents are to be returned.* Dissolution documents cannot be filed in a branch office, at this time. Documents may be either mailed or hand-delivered to the Sacramento Office of the Secretary of State (see Page 5 of this booklet for address).

The Secretary of State will certify two copies of the filed Certificate of Election to Wind Up and Dissolve or the filed Certificate of Dissolution without charge, provided that the copies are submitted to the Secretary of State with the original to be filed. Additional copies, submitted with the original, will be certified upon request and the prepayment of \$8.00 per copy.

An additional \$15.00 special handling fee is applicable for expedited filing of documents delivered to the Sacramento Headquarters Office. The \$15.00 special handling fee must be remitted by separate check since it will be RETAINED WHETHER THE DOCUMENTS ARE FILED OR REJECTED.

INSTRUCTIONS FOR COMPLETION

The Certificate of Election to Wind Up and Dissolve is most often made by the president and secretary of the corporation and for that reason the sample has been formatted using these officers. If the documents will be signed by persons other than the president and secretary, or if a sample does not adequately cover the needs of the dissolving corporation, applicable modifications must be made to meet the specific requirements of the corporation. *Statutory Reference: Corporations Code Sections 1900 and 1901.*

Paragraph 1 - is to be completed with the name of the corporation exactly as the name is on record with the Secretary of State, as well as the corporate number.

Paragraph 2 - is a statement mandated by statute, and should not be altered.

Paragraph 3 - is to be completed with the statement applicable to the dissolving corporation. If the election was made by the vote of the shares, use Sample A-1 (on Page 9) and state the number of shares voting. If no shares were issued, and the election was made by the Board of Directors, use Sample A-2 (on Page 10).

Signatures - The certificate must be dated and verified under penalties of perjury, as denoted in the samples, and signed by the persons making the election. Each person's name and title should be typed directly below his or her signature.

The Secretary of State strongly recommends that competent legal counsel be consulted prior to submitting dissolution documents, to ensure that all issues are appropriately addressed.

**NOTE: THE FILING OF A CERTIFICATE OF ELECTION TO WIND UP AND
DISSOLVE DOES NOT COMPLETE THE DISSOLUTION.**

SAMPLE A-1

**CERTIFICATE OF ELECTION
TO WIND UP AND DISSOLVE**

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively, of (NAME OF CORPORATION), a California corporation, corporate number _____ .
2. The corporation has elected to wind up and dissolve.
3. The election was made by the vote of _____ shares of the corporation, and representing at least 50 percent of the voting power of the corporation.

We further declare under penalties of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: _____

(Signature of President)
(Typed Name of President), President

(Signature of Secretary)
(Typed Name of Secretary), Secretary

SAMPLE A-2

**CERTIFICATE OF ELECTION
TO WIND UP AND DISSOLVE**

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively, of (NAME OF CORPORATION) , a California corporation, corporate number _____.
2. The corporation has elected to wind up and dissolve.
3. The corporation has not issued any shares, the election was made by the board of directors of the corporation.

We further declare under penalties of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: _____

(Signature of President)
(Typed Name of President), President

(Signature of President)
(Typed Name of President), President

CERTIFICATE OF DISSOLUTION WHEN THERE IS LESS THAN 100% SHAREHOLDER APPROVAL

When dissolving with less than 100% shareholder approval it is necessary to file both a Certificate of Election to Wind Up and Dissolve and a Certificate of Dissolution as presented in Samples A-1 and A-2 and B-1 through B-5, respectively.

There is no fee for filing either a Certificate of Election to Wind Up and Dissolve or for filing a Certificate of Dissolution.

A dissolution will be effective when a Certificate of Dissolution, accompanied by a valid and current tax clearance certificate issued by the Franchise Tax Board, is filed by the Secretary of State. If a completed Request for Tax Clearance Certificate - Corporation (form FTB 3555) is submitted with a Certificate of Dissolution to the Secretary of State, the Secretary of State will forward the form FTB 3555 to the Franchise Tax Board, and the dissolution will be considered to be "conditional", pursuant to Section 1905(c), California Corporations Code, pending issuance of the tax clearance certificate. Be aware that corporate powers, rights and privileges cease upon the filing of a Certificate of Dissolution with the Secretary of State. Corporate existence continues, however, until a tax clearance certificate has been issued by the Franchise Tax Board.

All dissolution documents must be filed with the Secretary of State. Mailing or submitting dissolution documents to other state or federal agencies, including the Franchise Tax Board and the Internal Revenue Service, will not satisfy the statutory filing requirements for dissolution.

For proof of submittal of proposed dissolution documents, it is recommended that documents be sent to the Secretary of State, by Certified Mail, Return Receipt Requested. *To expedite processing, documents submitted by mail should be accompanied by a self-addressed envelope and a letter referencing the corporate name and corporate number as well as the name, telephone number and address to whom documents are to be returned.* Dissolution documents cannot be filed in a branch office, at this time. Documents may be either mailed or hand-delivered to the Sacramento Office of the Secretary of State (see Page 5 of this booklet for address).

The Secretary of State will certify two copies of the filed Certificate of Election to Wind Up and Dissolve or the filed Certificate of Dissolution without charge, provided that the copies are submitted to the Secretary of State with the original to be filed. Additional copies, submitted with the original, will be certified upon request and the prepayment of \$8.00 per copy.

An additional \$15.00 special handling fee is applicable for expedited filing of documents delivered to the Sacramento Headquarters Office. The \$15.00 special handling fee must be remitted by separate check since it will be RETAINED WHETHER THE DOCUMENTS ARE FILED OR REJECTED.

INSTRUCTIONS FOR COMPLETION

The Certificate of Dissolution must be signed by the majority of directors in office. Select the appropriate sample. The sample provided has space for the signatures of three persons. If more or less signature space is required, make the necessary adjustments. *Statutory Reference: Corporations Code Section 1905.*

USE: **Sample B-1** (Page 13) if a corporation's known debts and liabilities have been paid.

Sample B-2 (Page 14) if a corporation's known debts and liabilities have been paid as far as its assets permitted.

Sample B-3 (Page 15) if a corporation's known debts and liabilities have been adequately provided for by assumption.

Sample B-4 (Page 16) if a corporation's known debts and liabilities have been adequately provided for as far as its assets permitted and the assets have been distributed as denoted in paragraph 4.

Sample B-5 (Page 17) if a corporation never incurred any known debts and liabilities.

Paragraph 1 - is to be completed with the name of the corporation exactly as the name is on record with the Secretary of State.

Paragraph 2 - is a statement mandated by statute, and should not be altered.

Paragraph 3 - is a statement mandated by statute that is to be completed with the statement applicable to the dissolving corporation relative to the corporation's known debts and liabilities. If you are using Samples B-3 or B-4, wherein it is stated that the debts and liabilities are being assumed, or adequately provided for as far as assets permitted, the name and address of the person assuming the debts and liabilities or a description of the provision made, as applicable, must be included as part of this paragraph.

Paragraph 4 - is a statement mandated by statute and must be completed with the statement applicable to the dissolving corporation relative to its corporate assets. A choice between the two statements must be made. Only one statement can be applicable.

Paragraph 5 - is a statement mandated by statute if you intend to file the Certificate of Dissolution as a conditional dissolution prior to the issuance of a tax clearance certificate. If a tax clearance certificate has been issued by the Franchise Tax Board and is being filed with the certificate, this paragraph is unnecessary.

Paragraph 6 - is a statement mandated by statute, and should not be altered.

Signatures - The certificate must be dated, verified under penalties of perjury as denoted in the samples, and signed by a majority of directors in office. Each director's name and title should be typed directly below his or her signature.

The Secretary of State strongly recommends that competent legal counsel be consulted prior to submitting dissolution documents, to ensure that all issues are appropriately addressed.

SAMPLE B-1

CERTIFICATE OF DISSOLUTION

The undersigned certify that:

1. They constitute a majority of the directors now in office of (NAME OF CORPORATION), a California Corporation, corporate number _____.
2. The corporation has been completely wound up.
3. The corporation's known debts and liabilities have been actually paid.

NOTE: Use
only one of the
#4 statements.

DO NOT USE
BOTH
STATEMENTS.



4. The known assets have been distributed to the persons entitled thereto.

OR

4. The corporation never acquired any known assets.

5. A person or corporation assumes the tax liability, if any, of the dissolving corporation as security for the issuance of a tax clearance certificate from the Franchise Tax Board and is responsible for additional corporate taxes, if any, that are assessed and that become due after the date of the assumption of the tax liability.
6. The corporation is dissolved.

We further declare under penalties of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: _____

(Signature of Director)
(Typed Name of Director), Director

(Signature of Director)
(Typed Name of Director), Director

(Signature of Director)
(Typed Name of Director), Director

SAMPLE B-2

CERTIFICATE OF DISSOLUTION

The undersigned certify that:

1. They constitute a majority of the directors now in office of (NAME OF CORPORATION) , a California Corporation, corporate number _____.
2. The corporation has been completely wound up.
3. The corporation's known debts and liabilities have been paid as far as its assets permitted.
4. The known assets have been distributed to the persons entitled thereto.
5. A person or corporation assumes the tax liability, if any, of the dissolving corporation as security for the issuance of a tax clearance certificate from the Franchise Tax Board and is responsible for additional corporate taxes, if any, that are assessed and that become due after the date of the assumption of the tax liability.
6. The corporation is dissolved.

We further declare under penalties of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: _____

(Signature of Director)
(Typed Name of Director), Director

(Signature of Director)
(Typed Name of Director), Director

(Signature of Director)
(Typed Name of Director), Director

SAMPLE B-3

CERTIFICATE OF DISSOLUTION

The undersigned certify that:

- 1. They constitute a majority of the directors now in office of (NAME OF CORPORATION), a California Corporation, corporate number _____.
- 2. The corporation has been completely wound up.
- 3. The corporation's known debts and liabilities have been adequately provided for by their assumption by (type name and street address of person or corporation assuming).

NOTE: Use
only one of the
#4 statements.

DO NOT USE
BOTH
STATEMENTS.



- 4. The known assets have been distributed to the persons entitled thereto.
- OR**
- 4. The corporation never acquired any known assets.

- 5. A person or corporation assumes the tax liability, if any, of the dissolving corporation as security for the issuance of a tax clearance certificate from the Franchise Tax Board and is responsible for additional corporate taxes, if any, that are assessed and that become due after the date of the assumption of the tax liability.
- 6. The corporation is dissolved.

We further declare under penalties of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: _____

(Signature of Director)
(Typed Name of Director), Director

(Signature of Director)
(Typed Name of Director), Director

(Signature of Director)
(Typed Name of Director), Director

SAMPLE B-4

CERTIFICATE OF DISSOLUTION

The undersigned certify that:

1. They constitute a majority of the directors now in office of (NAME OF CORPORATION) , a California Corporation, corporate number _____.
2. The corporation has been completely wound up.
3. The corporation's known debts and liabilities have been adequately provided for as far as its assets permitted *(type what provision has been made, setting forth the name and street address of the corporation, person or governmental agency that has assumed or guaranteed the payment, or the name and street address of the depository with which deposit has been made or other information necessary to enable creditors or others to whom payment is to be made to appear and claim payment)*.
4. The known assets have been distributed to the persons entitled thereto.
5. A person or corporation assumes the tax liability, if any, of the dissolving corporation as security for the issuance of a tax clearance certificate from the Franchise Tax Board and is responsible for additional corporate taxes, if any, that are assessed and that become due after the date of the assumption of the tax liability.
6. The corporation is dissolved.

We further declare under penalties of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: _____

(Signature of Director)
(Typed Name of Director), Director

(Signature of Director)
(Typed Name of Director), Director

(Signature of Director)
(Typed Name of Director), Director

SAMPLE B-5

CERTIFICATE OF DISSOLUTION

The undersigned certify that:

- 1. They constitute a majority of the directors now in office of (NAME OF CORPORATION), a California Corporation, corporate number _____.
- 2. The corporation has been completely wound up.
- 3. The corporation never incurred any known debts or liabilities.

NOTE: Use
only one of the
#4 statements.

DO NOT USE
BOTH
STATEMENTS.



- 4. The known assets have been distributed to the persons entitled thereto.
- OR**
- 4. The corporation never acquired any known assets.

- 5. A person or corporation assumes the tax liability, if any, of the dissolving corporation as security for the issuance of a tax clearance certificate from the Franchise Tax Board and is responsible for additional corporate taxes, if any, that are assessed and that become due after the date of the assumption of the tax liability.
- 6. The corporation is dissolved.

We further declare under penalties of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: _____

(Signature of Director)
(Typed Name of Director), Director

(Signature of Director)
(Typed Name of Director), Director

(Signature of Director)
(Typed Name of Director), Director

CERTIFICATE OF DISSOLUTION 100% SHAREHOLDER APPROVAL

When dissolving with 100% shareholder approval there is no requirement for the filing of a Certificate of Election to Wind Up and Dissolve, however, election wordage must be included in the Certificate of Dissolution, based on information found in Samples C-1 through C-5.

THERE IS NO FEE FOR FILING EITHER A CERTIFICATE OF ELECTION TO WIND UP AND DISSOLVE OR FOR FILING A CERTIFICATE OF DISSOLUTION .

A dissolution will be effective when a Certificate of Dissolution, accompanied by a valid and current tax clearance certificate issued by the Franchise Tax Board, is filed by the Secretary of State. If a completed Request for Tax Clearance Certificate - Corporation (form FTB 3555) is submitted with a Certificate of Dissolution to the Secretary of State, the Secretary of State will forward the form to the Franchise Tax Board, and the dissolution will be considered to be "conditional", pursuant to Section 1905(c), California Corporations Code, pending issuance of the tax clearance certificate. Be aware that corporate powers, rights and privileges cease upon the filing of a Certificate of Dissolution with the Secretary of State. Corporate existence continues, however, until a tax clearance certificate has been issued by the Franchise Tax Board.

All dissolution documents must be filed with the Secretary of State. Mailing or submitting dissolution documents to other state or federal agencies, including the Franchise Tax Board and the Internal Revenue Service, will not satisfy the statutory filing requirements for dissolution.

For proof of submittal of proposed dissolution documents, it is recommended that documents be sent to the Secretary of State, by Certified Mail, Return Receipt Requested. *To expedite processing, documents submitted by mail should be accompanied by a self-addressed envelope and a letter referencing the corporate name and corporate number as well as the name, telephone number and address to whom documents are to be returned.* Dissolution documents cannot be filed in a branch office, at this time. Documents may be mailed or hand-delivered to the Sacramento Office of the Secretary of State (see Page 5 of this booklet for address).

The Secretary of State will certify two copies of the filed Certificate of Election to Wind Up and Dissolve or the filed Certificate of Dissolution without charge, provided that the copies are submitted to the Secretary of State with the original to be filed. Additional copies, submitted with the original, will be certified upon request and the prepayment of \$8.00 per copy.

An additional \$15.00 special handling fee is applicable for expedited filing of documents delivered to the Sacramento Headquarters Office. The \$15.00 special handling fee must be remitted by separate check since it will be RETAINED WHETHER THE DOCUMENTS ARE FILED OR REJECTED.

INSTRUCTIONS FOR COMPLETION

The Certificate of Dissolution must be signed by the majority of directors in office. Select the appropriate sample. The samples provided have spaces for the signatures of three persons. If more or less signature space is required, make the necessary adjustments. *Statutory Reference: California Corporations Code Section 1905.*

On all of the samples that follow in this section, the corporation's assets must have been distributed including shares.

USE: **Sample C-1** (Page 20) if a corporation's known debts and liabilities have been paid and the election to dissolve was made by the vote of all outstanding shares.

Sample C-2 (Page 21) if a corporation's known debts and liabilities have been paid as far as its assets permitted and the election to dissolve was made by a vote of all outstanding shares.

Sample C-3 (Page 22) if a corporation's known debts and liabilities have been adequately provided for by their assumption and the election to dissolve was made by a vote of all outstanding shares.

Sample C-4 (Page 23) if a corporation's known debts and liabilities have been adequately provided for as far as its assets permit and the election to dissolve was made by the vote of all outstanding shares.

Sample C-5 (Page 24) if a corporation never incurred any known debts and liabilities and the election to dissolve was made by a vote of all outstanding shares.

Paragraph 1 - is to be completed with the name of the corporation exactly as the name is on record with the Secretary of State.

Paragraph 2 - is a statement mandated by statute, and should not be altered.

Paragraph 3 - is a statement mandated by statute that is to be completed with the statement applicable to the dissolving corporation's known debts and liabilities. If you are using Samples C-3 or C-4 wherein it is stated that the debts and liabilities are being assumed or adequately provided for as far as assets permitted, the name and address of the person assuming the debts and liabilities or a description of the provision made, as applicable, must be included as part of this paragraph.

Paragraph 4 - is a statement mandated by statute relative to corporate assets, and should not be altered.

Paragraph 5 - is a statement mandated by statute in order to file the document as a conditional dissolution prior to the issuance of a tax clearance certificate, unless documents, when submitted, are accompanied by form FTB 3555, Request for Tax Clearance Certificate - Corporation.

Paragraphs 6 & 7 - are statements mandated by statutes, and should not be altered.

Signatures - The certificate must be dated and verified under penalties of perjury as denoted in the samples, and signed by a majority of directors in office. Each director's name and title should be typed directly below his or her signature.

The Secretary of State strongly recommends that competent legal counsel be consulted prior to submitting dissolution documents, to ensure that all issues are appropriately addressed.

SAMPLE C-1

CERTIFICATE OF DISSOLUTION

The undersigned certify that:

1. They constitute a majority of the directors now in office of (NAME OF CORPORATION), a California Corporation, corporate number _____.
2. The corporation has been completely wound up.
3. The corporation's known debts and liabilities have been actually paid.
4. The known assets have been distributed to the persons entitled thereto.
5. A person or corporation assumes the tax liability, if any, of the dissolving corporation as security for the issuance of a tax clearance certificate from the Franchise Tax Board and is responsible for additional corporate taxes, if any, that are assessed and that become due after the date of the assumption of the tax liability.
6. The election to dissolve was made by the vote of all the outstanding shares.
7. The corporation is dissolved.

We further declare under penalties of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: _____

(Signature of Director)
(Typed Name of Director), Director

(Signature of Director)
(Typed Name of Director), Director

(Signature of Director)
(Typed Name of Director), Director

SAMPLE C-2

CERTIFICATE OF DISSOLUTION

The undersigned certify that:

1. They constitute a majority of the directors now in office of (NAME OF CORPORATION), a California Corporation, corporate number _____.
2. The corporation has been completely wound up.
3. The corporation's known debts and liabilities have been paid as far as its assets permitted.
4. The known assets have been distributed to the persons entitled thereto.
5. A person or corporation assumes the tax liability, if any, of the dissolving corporation as security for the issuance of a tax clearance certificate from the Franchise Tax Board and is responsible for additional corporate taxes, if any, that are assessed and that become due after the date of the assumption of the tax liability.
6. The election to dissolve was made by the vote of all the outstanding shares.
7. The corporation is dissolved.

We further declare under penalties of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: _____

(Signature of Director)

(Typed Name of Director), Director

(Signature of Director)

(Typed Name of Director), Director

(Signature of Director)

(Typed Name of Director), Director

SAMPLE C-3

CERTIFICATE OF DISSOLUTION

The undersigned certify that:

1. They constitute a majority of the directors now in office of (NAME OF CORPORATION) , a California Corporation, corporate number _____.
2. The corporation has been completely wound up.
3. The corporation's known debts and liabilities have been adequately provided for by their assumption by (type name and street address of person or corporation assuming) .
4. The known assets have been distributed to the persons entitled thereto.
5. A person or corporation assumes the tax liability, if any, of the dissolving corporation as security for the issuance of a tax clearance certificate from the Franchise Tax Board and is responsible for additional corporate taxes, if any, that are assessed and that become due after the date of the assumption of the tax liability.
6. The election to dissolve was made by the vote of all the outstanding shares.
7. The corporation is dissolved.

We further declare under penalties of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: _____

(Signature of Director)
(Typed Name of Director), Director

(Signature of Director)
(Typed Name of Director), Director

(Signature of Director)
(Typed Name of Director), Director

SAMPLE C-4

CERTIFICATE OF DISSOLUTION

The undersigned certify that:

1. They constitute a majority of the directors now in office of (NAME OF CORPORATION), a California Corporation, corporate number _____.
2. The corporation has been completely wound up.
3. The corporation's known debts and liabilities have been adequately provided for as far as its assets permitted *(type what provision has been made, setting forth the name and street address of the corporation, person or governmental agency that has assumed or guaranteed the payment, or the name and street address of the depositary with which deposit has been made or other information necessary to enable creditors or others to whom payment is to be made to appear and claim payment)*.
4. The known assets have been distributed to the persons entitled thereto.
5. A person or corporation assumes the tax liability, if any, of the dissolving corporation as security for the issuance of a tax clearance certificate from the Franchise Tax Board and is responsible for additional corporate taxes, if any, that are assessed and that become due after the date of the assumption of the tax liability.
6. The election to dissolve was made by the vote of all the outstanding shares.
7. The corporation is dissolved.

We further declare under penalties of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: _____

(Signature of Director)
(Typed Name of Director), Director

(Signature of Director)
(Typed Name of Director), Director

(Signature of Director)
(Typed Name of Director), Director

SAMPLE C-5

CERTIFICATE OF DISSOLUTION

The undersigned certify that:

1. They constitute a majority of the directors now in office of (NAME OF CORPORATION), a California Corporation, corporate number _____.
2. The corporation has been completely wound up.
3. The corporation never incurred any known debts or liabilities.
4. The known assets have been distributed to the persons entitled thereto.
5. A person or corporation assumes the tax liability, if any, of the dissolving corporation as security for the issuance of a tax clearance certificate from the Franchise Tax Board and is responsible for additional corporate taxes, if any, that are assessed and that become due after the date of the assumption of the tax liability.
6. The election to dissolve was made by the vote of all the outstanding shares.
7. The corporation is dissolved.

We further declare under penalties of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: _____

(Signature of Director)
(Typed Name of Director), Director

(Signature of Director)
(Typed Name of Director), Director

(Signature of Director)
(Typed Name of Director), Director

PART 2 - NONPROFIT CORPORATION

DOMESTIC Corporation: (incorporated in California)

- Step 1 Read the instructions on Pages 26 and 27
- Step 2 Prepare the Certificate of Election to Wind Up and Dissolve (see samples on Pages 28-30)
- Step 3 Read the instructions on Pages 31 and 32
- Step 4 Prepare the Certificate of Dissolution (see samples on Pages 33-37)
- Step 5 **With Exemption Letter:**
 - (a) Read the instructions on Page 38
 - (b) Complete (fill-in) form FTB 3555A (Page 39)**No Exemption Letter:**
 - (a) Read the instructions on Page 40
 - (b) Complete (fill-in) form FTB 3555 (Pages 41-44)
- Step 6 Mail all of the above documents to:

Secretary of State – Legal Review
1500 Eleventh Street Third Floor
Sacramento CA 95814-5701

FOREIGN Corporation: (incorporated in another state)

- Step 1 **Skip Pages 26-37**
- Step 2 **With Exemption Letter:**
 - (a) Read the instructions on Page 38
 - (b) Complete (fill-in) form FTB 3555A (Page 39)**No Exemption Letter:**
 - (a) Read the instructions on Page 40
 - (b) Complete (fill-in) form FTB 3555 (Pages 41-44)
- Step 3 Read instructions on Page 45.
- Step 4 Complete (fill-in) Page 46 (Certificate of Surrender)
- Step 5 Mail all of the above documents to:

Secretary of State – Legal Review
1500 Eleventh Street Third Floor
Sacramento CA 95814-5701

IF YOU NEED HELP, visit the web site at **<http://www.ss.ca.gov/business/business.htm>** or call the Secretary of State at (916) 657-5448.

CERTIFICATE OF ELECTION TO WIND UP AND DISSOLVE

The Certificate of Election to Wind Up and Dissolve may be filed prior to filing or simultaneously with the Certificate of Dissolution, but the corporation will not be officially dissolved until a Certificate of Dissolution is filed.

There is no fee for filing either a Certificate of Election to Wind Up and Dissolve or for filing a Certificate of Dissolution.

When filing the Certificate of Election to Wind Up and Dissolve with the Certificate of Dissolution, the dissolution will be effective when a Certificate of Dissolution, accompanied by a current and valid tax clearance certificate issued by the Franchise Tax Board, is filed by the Secretary of State. If a completed Request for Tax Clearance Certificate – Corporation (form FTB 3555) or Request for Tax Clearance Certificate – Exempt Organizations (form FTB 3555A), as applicable, is submitted with a Certificate of Dissolution to the Secretary of State, the Secretary of State will forward the form to the Franchise Tax Board, and hold the Certificate of Election and the Certificate of Dissolution pending issuance of the tax clearance certificate. There are no provisions in the California Corporations Code for “conditional” dissolution of non-profit corporations. All nonprofit corporations, including those with exemptions, must obtain tax clearance certificates.

All dissolution documents must be filed with the Secretary of State. Mailing or submitting dissolution documents to other state or federal agencies, including the Franchise Tax Board and the Internal Revenue Service, will not satisfy the statutory filing requirements for dissolution.

For proof of submittal of proposed dissolution documents, it is recommended that documents be sent to the Secretary of State, by Certified Mail, Return Receipt Requested. *To expedite processing, documents submitted by mail should be accompanied by a self-addressed envelope and a letter referencing the corporate name and corporate number as well as the name, telephone number and address to whom documents are to be returned.* Dissolution documents cannot be filed in a branch office, at this time. Documents may be either mailed or hand-delivered to the Sacramento Office of the Secretary of State (see Page 25 of this booklet for address).

The Secretary of State will certify two copies of the filed Certificate of Election to Wind Up and Dissolve or the filed Certificate of Dissolution without charge, provided that the copies are submitted to the Secretary of State with the original to be filed. Additional copies, submitted with the original, will be certified upon request and the prepayment of \$8.00 per copy.

An additional \$15.00 special handling fee is applicable for expedited filing of documents delivered to the Sacramento Headquarters Office. The \$15.00 special handling fee must be remitted by separate check since it will be RETAINED WHETHER THE DOCUMENTS ARE FILED OR REJECTED.

Instructions for Completion

The Certificate of Election to Wind Up and Dissolve is most often made by the president and secretary of the corporation and for that reason the samples have been formatted using these officers. If the documents will be signed by persons other than the president and secretary, or if a sample does not adequately cover the needs of the dissolving corporation, applicable modifications must be made to meet the specific requirements for the corporation. *Statutory References: Corporations Code Sections 6610, 6611 - (Public Benefit); 8610, 8611 - (Mutual Benefit); 9680 - (Religious)*

USE: **Sample D-1** (Page 28) if the Election to Wind Up and Dissolve was made by the vote of members.

Sample D-2 (Page 29) if the Election to Wind Up and Dissolve was made by the directors and a vote of the majority of members.

Sample D-3 (Page 30) if there are no members and the Election to Wind Up and Dissolve was made by the directors.

Paragraph 1 - is completed with the name of the corporation exactly as the name is on record with the Secretary of State

Paragraph 2 - is a statement mandated by statute, and should not be altered.

Paragraph 3 - must include a statement identifying the body electing to dissolve the corporation. If the election was made by the vote of the members, the number of members voting must be completed, as denoted in Sample D-1.

Signatures - The certificate must be dated, verified under penalties of perjury, and signed by the president and secretary. Each person's name and title should be typed directly below his or her signature.

The Secretary of State strongly recommends that competent legal counsel be consulted prior to submitting dissolution documents, to ensure that all issues are appropriately addressed.

NOTE: **THE FILING OF A CERTIFICATE OF ELECTION TO WIND UP AND DISSOLVE DOES NOT COMPLETE THE DISSOLUTION OF THE CORPORATION.**

SAMPLE D-1

CERTIFICATE OF ELECTION TO WIND UP AND DISSOLVE

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively, of (NAME OF CORPORATION) , a California corporation, corporate number _____.
2. The corporation has elected to wind up and dissolve.
3. The election was made by the vote of _____ members of the corporation, constituting a majority of all members.

We further declare under penalties of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: _____

(Signature of President)
(Typed Name of President), President

(Signature of Secretary)
(Typed Name of Secretary), Secretary

SAMPLE D-2

CERTIFICATE OF ELECTION TO WIND UP AND DISSOLVE

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively, of (NAME OF CORPORATION), a California corporation, corporate number _____.
2. The corporation has elected to wind up and dissolve.
3. The election was made by the board of directors together with the vote of a majority of the members voting on the election to dissolve.

We further declare under penalties of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: _____

(Signature of President)
(Typed Name of President), President

(Signature of Secretary)
(Typed Name of Secretary), Secretary

SAMPLE D-3

CERTIFICATE OF ELECTION TO WIND UP AND DISSOLVE

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively, of (NAME OF CORPORATION), a California corporation, corporate number_____.
2. The corporation has elected to wind up and dissolve.
3. The corporation has no members, the election was made by the board of directors of the corporation.

We further declare under penalties of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: _____

(Signature of President)
(Typed Name of President), President

(Signature of Secretary)
(Typed Name of Secretary), Secretary

CERTIFICATE OF DISSOLUTION - NONPROFIT CORPORATION

A Certificate of Dissolution must be made by the majority of directors in office. The samples provide space for the signatures of three persons. As with the Certificate of Election to Wind Up and Dissolve, which must be filed prior to or simultaneously with the Certificate of Dissolution, the samples may be modified to meet the specific needs of the corporation.

There is no fee for filing either a Certificate of Election to Wind up and Dissolve or for filing a Certificate of Dissolution.

A dissolution will be effective when a Certificate of Dissolution, accompanied by a valid and current tax clearance certificate issued by the Franchise Tax Board, is filed by the Secretary of State. If a completed Request for Tax Clearance Certificate – Corporation (form FTB 3555) or Request for Tax Clearance Certificate – Exempt Organizations (form FTB 3555A), as applicable, is submitted with a Certificate of Dissolution to the Secretary of State, the Secretary of State will forward the form to the Franchise Tax Board, and hold the Certificate of Dissolution, pending issuance of the tax clearance certificate. There are no provisions in the California Corporations Code for the “conditional” dissolution of nonprofit corporations.

All dissolution documents must be filed with the Secretary of State. Mailing or submitting dissolution documents to other state or federal agencies, including the Franchise Tax Board and the Internal Revenue Service, will not satisfy the statutory filing requirements for dissolution.

For proof of submittal of proposed dissolution documents, it is recommended that documents be sent to the Secretary of State, by Certified Mail, Return Receipt Requested. *To expedite processing, documents submitted by mail should be accompanied by a self-addressed envelope and a letter referencing the corporate name and corporate number as well as the name, telephone number and address to whom documents are to be returned.* Dissolution documents cannot be filed in a branch office, at this time. Documents may be either mailed or hand-delivered to the Sacramento Office of the Secretary of State (see Page 25 of this booklet for address).

The Secretary of State will certify two copies of the filed Certificate of Election to Wind Up and Dissolve or the filed Certificate of Dissolution without charge, provided that the copies are submitted to the Secretary of State with the original to be filed. Additional copies, submitted with the original, will be certified upon request and the prepayment of \$8.00 per copy.

An additional \$15.00 special handling fee is applicable for expedited filing of documents delivered to the Sacramento Headquarters Office. The \$15.00 special handling fee must be remitted by separate check since it will be RETAINED WHETHER THE DOCUMENTS ARE FILED OR REJECTED.

INSTRUCTIONS FOR COMPLETION

The Certificate of Dissolution must be signed by the majority of directors or sole director now in office. Select the appropriate sample. The sample provided has space for signatures of three persons. If more or less signature space is required, make the necessary adjustments. *Statutory References: Corporations Code Sections 6615 - (Public Benefit); 8615 - (Mutual Benefit); 9680 - (Religious)*

USE: **Sample E-1** (Page 33) if a corporation's known debts and liabilities have been paid.

Sample E-2 (Page 34) if a corporation's known debts and liabilities have been paid as far as its assets permitted.

Sample E-3 (Page 35) if a corporation's known debts and liabilities have been adequately provided for by assumption.

Sample E-4 (Page 36) if a corporation's known debts and liabilities have been adequately provided for as far as its assets permitted.

Sample E-5 (Page 37) if a corporation never incurred any known debts and liabilities.

Paragraph 1 - is completed with the name of the corporation exactly as the name is on record with the Secretary of State.

Paragraph 2 - is a statement mandated by statute, and should not be altered.

Paragraph 3 - must include a statement as to the known debts and liabilities of the corporation. If you are using Samples E-3 or E-4 wherein it is stated that the debts and liabilities are being assumed, or adequately provided for as far as assets permitted, the name and address of the person assuming the debts and liabilities, or a description of the provision made, as applicable, must be included as part of this paragraph.

Paragraph 4 - must include a statement as to treatment of the assets of the corporation. DO NOT include both #4 paragraphs when preparing a document. Choose the applicable statement and include it in the certificate.

Paragraph 5 - is a statement mandated by statute, and should not be altered.

Signatures - The certificate must be dated, verified under penalties of perjury as denoted on the samples, and signed by a majority of directors in office. Each person's name and title should be typed directly below his or her signature.

The Secretary of State strongly recommends that competent legal counsel be consulted prior to submitting dissolution documents, to ensure that all issues are appropriately addressed.

SAMPLE E-1

CERTIFICATE OF DISSOLUTION

The undersigned certify that:

1. They constitute a majority of the directors now in office of (NAME OF CORPORATION), a California Corporation, corporate number _____.
2. The corporation has been completely wound up.
3. The corporation's known debts and liabilities have been actually paid.

NOTE: Use
only one of the
#4 statements.

DO NOT USE
BOTH
STATEMENTS.



4. The known assets have been distributed to the persons entitled thereto.

OR

4. The corporation never acquired any known assets.

5. The corporation is dissolved.

We further declare under penalties of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: _____

(Signature of Director)
(Typed Name of Director), Director

(Signature of Director)
(Typed Name of Director), Director

(Signature of Director)
(Typed Name of Director), Director

SAMPLE E-2

CERTIFICATE OF DISSOLUTION

The undersigned certify that:

1. They constitute a majority of the directors now in office of (NAME OF CORPORATION) , a California Corporation, corporate number _____.
2. The corporation has been completely wound up.
3. The corporation's known debts and liabilities have been paid as far as its assets permitted.
4. The known assets have been distributed to the persons entitled thereto.
5. The corporation is dissolved.

We further declare under penalties of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: _____

(Signature of Director)
(Typed Name of Director), Director

(Signature of Director)
(Typed Name of Director), Director

(Signature of Director)
(Typed Name of Director), Director

SAMPLE E-3

CERTIFICATE OF DISSOLUTION

The undersigned certify that:

1. They constitute a majority of the directors now in office of (NAME OF CORPORATION) , a California Corporation, corporate number _____ .
2. The corporation has been completely wound up.
3. The corporation's known debts and liabilities have been adequately provided for by their assumption by (type name and street address of person or corporation assuming) .

NOTE: Use
only one of the
#4 statements.

DO NOT USE
BOTH
STATEMENTS.



4. The known assets have been distributed to the persons entitled thereto.

OR

4. The corporation never acquired any known assets.

5. The corporation is dissolved.

We further declare under penalties of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: _____

(Signature of Director)
(Typed Name of Director), Director

(Signature of Director)
(Typed Name of Director), Director

(Signature of Director)
(Typed Name of Director), Director

SAMPLE E-4

CERTIFICATE OF DISSOLUTION

The undersigned certify that:

1. They constitute a majority of the directors now in office of (NAME OF CORPORATION) , a California Corporation, corporate number _____.
2. The corporation has been completely wound up.
3. The corporation's known debts and liabilities have been adequately provided for as far as its assets permitted (*type what provision has been made, setting forth the name and street address of the corporation, person or governmental agency that has assumed or guaranteed the payment, or the name and street address of the depositary with which deposit has been made or other information necessary to enable creditors or others to whom payment is to be made to appear and claim payment*).
4. The known assets have been distributed to the persons entitled thereto.
5. The corporation is dissolved.

We further declare under penalties of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: _____

(Signature of Director)
(Typed Name of Director), Director

(Signature of Director)
(Typed Name of Director), Director

(Signature of Director)
(Typed Name of Director), Director

SAMPLE E-5

CERTIFICATE OF DISSOLUTION

The undersigned certify that:

1. They constitute a majority of the directors now in office of (NAME OF CORPORATION) , a California Corporation, corporate number _____.
2. The corporation has been completely wound up.
3. The corporation never incurred any known debts or liabilities.

NOTE: Use
only one of the
#4 statements.

DO NOT USE
BOTH
STATEMENTS.



4. The known assets have been distributed to the persons entitled thereto.

OR

4. The corporation never acquired any known assets.

5. The corporation is dissolved.

We further declare under penalties of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: _____

(Signature of Director)
(Typed Name of Director), Director

(Signature of Director)
(Typed Name of Director), Director

(Signature of Director)
(Typed Name of Director), Director

Instructions for Exempt Organizations Requesting a Tax Clearance Certificate

General Information

In order for the Franchise Tax Board (FTB) to issue a tax clearance certificate, the organization must have filed all of the required returns, and paid all fees, taxes, penalties and interest associated with those returns.

If we determine a tax liability may exist, we may require that additional tax be secured by completion or posting of:

- An assumption of tax liability;
- A surety bond;
- A cash deposit or
- A final return which FTB will audit.

At the time the Request for Tax Clearance Certificate is processed, we will notify you if the tax needs to be secured in one of these ways.

Assumption of Tax Liability

Assumptions must have a current date and original signature(s). We will not accept copies or facsimiles.

Any one of the following may file an assumption of tax liability:

1. An individual who is a California resident.
2. A corporation that is incorporated or qualified in California.

Note: A corporate assumer must be another corporation that is incorporated in or qualified to do business in California. Newly qualified corporations or corporations simultaneously qualifying must provide a financial statement indicating sufficient net worth to meet any potential tax liability of the dissolving, surrendering or merging corporation.

3. A California trust.
4. A partner in a partnership or a beneficiary of an estate (although neither the partnership nor the estate may assume the liability).
5. A limited liability company or limited liability partnership.

Surety Bond (Minimum \$2,000)

To obtain a tax clearance certificate based on a surety bond, file form FTB 3555A with a letter stating your intent.

We will release the bond after a final audit has determined there is no tax liability. We will complete the audit approximately one year after formal dissolution, or surrender. This allows time for filing and processing the final tax return.

Cash Deposit (Minimum \$2,000)

To obtain a tax clearance certificate based on cash deposit, send form FTB 3555A with a letter stating your intent.

After we notify you of the amount required, remit the cash deposit with a copy of our letter to:

**FISCAL ACCOUNTING
FRANCHISE TAX BOARD
PO BOX 2800
SACRAMENTO CA 95812-2800**

We will release the cash deposit after a final audit has determined there is no tax liability. We will complete the audit approximately one year after termination of the organization. This allows time for filing and processing the final tax return.

Final Return/Taxes Paid

If the organization has ceased business and has filed, or is in the process of filing, a final return, we may issue a tax clearance certificate only after we determine by audit that no tax liability exists.

File the final return in the normal manner. Attach a copy of the final return and a letter stating your intent to form FTB 3555A. Also state when you filed the final return.

Suspended or Forfeited Corporations

We cannot issue a tax clearance certificate to a suspended or forfeited corporation. Suspended or forfeited corporations must first be revived to "good standing". If your corporation is suspended or forfeited, revivor requirements will be given in response to the request for a tax clearance certificate.

Express or Overnight Mail Service

Send express or overnight mail to:

**EXEMPT ORGANIZATIONS SECTION
FRANCHISE TAX BOARD
9645 BUTTERFIELD WAY
SACRAMENTO CA 95827**

Organizations That Are Not Incorporated In or Qualified to do Business in California

Exempt organizations that are not incorporated or qualified to do business in California through the office of the Secretary of State (SOS) are not required to dissolve or withdraw through the SOS. However, they are required to file a final return with the FTB after they cease operating within the normal time frame specified for filing the return.

Request for Tax Clearance Certificate – Exempt Organizations

CALIFORNIA FORM

3555A

Corporation name		California corporation number	
Date operations commenced in California:	Date operations ceased or will cease in California:	Latest income period for which a California return has been filed:	Date filed:

The Franchise Tax Board will issue a Tax Clearance Certificate when all taxes have been paid or secured. If a final return has not been filed, one should be filed. All returns remain subject to audit until expiration of the normal statutes of limitation.

Please indicate the status of ANY IRS activity:

<p>Has the IRS redetermined the corporation's income tax liability or issued a ruling as to federal income tax exemption for any prior years that you have not previously reported to us? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><i>If yes, please send us a copy of the Revenue Agent's Report.</i></p>	<p>Is the IRS currently examining the corporation or has the corporation been notified of a pending examination?</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No <i>If yes, please indicate the years involved:</i></p> <p>Current examination: _____</p> <p>Pending examination: _____</p>
---	---

Supplemental Information. Please furnish the following information if the business conducted in California will be continued by another corporation after the merger of the original corporation.

Name of transferee	California corporation number of transferee
Date assets transferred to transferee	Section of the Internal Revenue Code applicable to the Transfer of Taxpayer's Business or assets: _____

If the Tax Clearance Certificate is to be mailed to someone other than the corporation listed above, please complete the following: *(A copy of the Tax Clearance Certificate will be sent to the Secretary of State.)*

Name	
Address	
	Phone number ()

Mail completed form to: **SECRETARY OF STATE – LEGAL REVIEW
1500 ELEVENTH ST 3RD FLOOR
SACRAMENTO CA 95814-5701**

For more information concerning this form, telephone the Franchise Tax Board at (916) 845-4171.

Instructions for Corporations Requesting a Tax Clearance Certificate

General Information

In order for the Franchise Tax Board (FTB) to issue a tax clearance certificate, the corporation must have filed all of the required tax returns and paid all fees, taxes, penalties and interest associated with those returns. The corporation must also complete or post one of the following:

- An assumption of tax liability;
- A surety bond;
- A cash deposit; or
- A final return which will be audited before we issue the tax clearance certificate.

We may request additional information and/or documentation before issuing the tax clearance certificate.

We will send a copy of the tax clearance certificate to the corporation, the Secretary of State (SOS), and the representative, if requested.

Assumption of Tax Liability

Assumptions must have a current date and original signature(s). We will not accept copies or facsimiles.

Any one of the following may file an assumption of tax liability:

1. An individual who is a California resident. Complete pages 1, 2, and 3 of form FTB 3555.
2. A corporation that is incorporated or qualified in California. Complete pages 1 and 4 of the form FTB 3555.

Note: A corporate assumer must be another corporation that is incorporated in or qualified to do business in California.

Newly qualified corporations or corporations simultaneously qualifying must provide a financial statement indicating sufficient net worth to meet any potential tax liability of the terminating corporation.

3. A California trust. Complete pages 1, 2 and 3 of form FTB 3555.
4. A partner in a partnership or a beneficiary of an estate (although neither the partnership nor the estate may assume the liability). Complete pages 1, 2, and 3 of form FTB 3555.
5. A limited liability company or limited liability partnership. Complete pages 1 and 4 of form FTB 3555. Also, a financial statement must be provided indicating a sufficient net worth to meet any potential tax liability of the dissolving or withdrawing corporation.

Surety Bond (Minimum \$2,000.00)

To obtain a tax clearance certificate based on a surety bond, file form FTB 3555 with a letter stating your intent.

We will release the bond after a final audit has determined there is no tax liability. We will complete the audit approximately one year after the termination of the corporation. This allows time for filing and processing the final tax return.

Cash Deposit (Minimum \$2,000.00)

To obtain a tax clearance certificate based on cash deposit, file form FTB 3555 with a letter stating your intent.

After we notify you of the amount required, remit the cash deposit with a copy of our letter to:

**FISCAL ACCOUNTING
FRANCHISE TAX BOARD
PO BOX 2800
SACRAMENTO CA 95812-2800**

We will release the cash deposit after a final audit has determined there is no tax liability. We will complete the audit approximately one year after termination of the corporation. This allows time for filing and processing the final tax return.

Final Return/Taxes Paid

If the corporation has ceased business and has filed, or is in the process of filing a final return, we may issue a tax clearance certificate only after we determine by audit that no tax liability exists.

File the final return in the normal manner. Attach a copy of the final return to form FTB 3555 and check the box on page 1 of that form indicating that the tax clearance certificate be issued based on taxes paid. Also state when you filed the original final return.

Suspended or Forfeited Corporations

We will not issue a tax clearance certificate to a suspended or forfeited corporation. Suspended or forfeited corporations must first be revived to "good standing". For revivor requirements, call us at either:

- (800) 852-5711 (if calling from within the United States); or
- (916) 854-6500 (if calling from outside the United States.)

Express or Overnight Mail Service

Send express or overnight mail to:

**TAX CLEARANCE UNIT
FRANCHISE TAX BOARD
9645 BUTTERFIELD WAY
SACRAMENTO CA 95827**

Emergency Cases

In an emergency, you may obtain approval to receive a tax clearance certificate from the Franchise Tax Board's Sacramento field office located at:

3321 POWER INN ROAD STE 250
SACRAMENTO CA 95825

To obtain approval, contact the Tax Clearance Unit at (916) 845-4131 before going into the field office.

Request for Tax Clearance Certificate - Corporations

CALIFORNIA FORM

3555

Corporation name		California corporation number
Current address	Phone number ()	
Date business commenced in California:	Date business ceased or will cease in California:	Latest income period for which a California return has been filed:

The Franchise Tax Board will issue a Tax Clearance Certificate when all taxes have been paid or secured. If a final return has not been filed, one should be filed within 2 months and 15 days after the close of the month in which the dissolution or withdrawal takes place. All returns remain subject to audit until expiration of the normal statutes of limitation.

Please indicate the status of ANY IRS activity:

Has the IRS redetermined the corporation's income tax liability for any prior year(s) that you have not previously reported to us? <input type="checkbox"/> Yes <input type="checkbox"/> No <i>If yes, please send us a copy of the Revenue Agent's Report.</i>	Is the IRS currently examining the corporation or has the corporation been notified of a pending examination? <input type="checkbox"/> Yes <input type="checkbox"/> No <i>If yes, please indicate the years involved:</i> Current examination: _____ Pending examination: _____
--	---

COMPLETE PAGES 2 AND 3 OF THIS FORM FOR AN INDIVIDUAL OR OTHER ENTITY ASSUMPTION OF TAX LIABILITY. COMPLETE PAGE 4 FOR A CORPORATION, LIMITED LIABILITY COMPANY, OR LIMITED LIABILITY PARTNERSHIP ASSUMPTION OF TAX LIABILITY.

If the Tax Clearance Certificate is to be issued on a taxes paid basis, please check this box. ☐

Supplemental Information. Please furnish the following information if the business conducted in California will be continued by another corporation after the merger of the original corporation.

Name of transferee	California corporation number of transferee
Date assets transferred to transferee	Section of the Internal Revenue Code applicable to the Transfer of Taxpayer's Business or assets: _____

If the Tax Clearance Certificate is to be mailed to someone other than the corporation listed above, please complete the following: *(A copy of the Tax Clearance Certificate will be sent to the Secretary of State.)*

Name	
Address	
	Phone number ()

Mail completed form to: **SECRETARY OF STATE – LEGAL REVIEW
1500 ELEVENTH ST 3RD FLOOR
SACRAMENTO CA 95814-5701**

For more information concerning this form, telephone the Franchise Tax Board at (916) 845-4124.

INDIVIDUAL ASSUMPTION OF TAX LIABILITY

Corporation name	California Corporation Number
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I unconditionally agree to file or cause to be filed with the Franchise Tax Board, under the provisions of the Bank and Corporation Tax Law, such tax returns and data that may be required and to pay in full all accrued or accruing liabilities for tax, penalty and/or interest and fees due from the above corporation.

My net worth (assets minus liabilities) is not less than: \$ _____ .

(A detailed financial statement, PAGE 3, is required.)

Name of individual assumer: (Must be resident of California)	Social security no.
--	---------------------

Address	
	Phone number ()

Date	Signature
------	-----------

TRUST ASSUMPTION OF TAX LIABILITY

Corporation name	California corporation number
------------------	-------------------------------

This trust unconditionally agrees to file or cause to be filed with the Franchise Tax Board, under the provisions of the Bank and Corporation Tax Law, such returns and data that may be required and to pay in full all accrued or accruing liabilities for tax, penalty and/or interest and fees due from the above corporation.

(A detailed financial statement, PAGE 3, is required.)

Name of California trust	Trust federal identification number
--------------------------	-------------------------------------

Address	
	Phone number ()

Date	Trustee's signature
------	---------------------

FOR PRIVACY ACT NOTICE, SEE FORM FTB 1131

FINANCIAL STATEMENT FOR INDIVIDUAL OR OTHER ENTITY

Corporation name

Corporation number

Statement of Assets and Liabilities

Item	Present value (A)	Liabilities balance due (B)	Equity in asset
Cash			
Bank accounts			
Stocks and bonds			
Cash or loan value of insurance			
Household furniture			
Real property			
Vehicles			
Other assets (Describe)			
Federal taxes outstanding			
Loans			
Other (Include judgements)			
Net assets (Total column A less total column B)			\$

General Information (Please attach additional schedule[s] if necessary.)

Net annual income

Source (name of business or employer)

Banks and savings and loan accounts (names and addresses)

Description and license number of each vehicle

Stocks and bonds (name of company, number of shares, etc.)

Real property (brief descriptions and locations)

I certify that the above data is correct to the best of my knowledge.

Assumer's Name _____

Assumer's Address _____ Phone number () _____

Signature _____ Date _____

CORPORATION, LIMITED LIABILITY COMPANY, OR LIMITED LIABILITY PARTNERSHIP ASSUMPTION OF TAX LIABILITY

The Assumption of Tax Liability

of (1) _____)
_____)
A corporation) _____
Corporation no. _____
by (2) _____)
_____)
A corporation/limited liability company or limited liability partnership) _____
Corporation no. or SOS file no.* _____

incorporated, organized, or qualified to do business within the State of California, unconditionally agrees to file with the Franchise Tax Board all returns and data that is required and unconditionally agrees to pay in full all tax liabilities, penalties, interest and fees of (1) _____

_____ ;

(2) _____
Exact corporation, LLC, or LLP name

Signature and title of officer/manager/partner

State of _____

County of _____

On _____ before me, the undersigned, a Notary Public in
and for said State, personally appeared _____

personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature _____

Name _____
(typed or printed)

*LLC and LLP assumers must provide a financial statement.

Certificate of Surrender of Right to Transact Intrastate Business

A qualified foreign corporation surrenders its right to transact intrastate business in the State of California by filing, with the California Secretary of State, a Certificate of Surrender of Right to Transact Intrastate Business, (See Surrender form Sample F-1). Before the Certificate of Surrender may be filed, the corporation must request, and have issued, from the California Franchise Tax Board, a valid and current tax clearance certificate. The surrender document must be received in, and filed by, the California Secretary of State on or before the expiration date shown on the tax clearance certificate. *Statutory References: Corporations Code Section 2112.*

THERE IS NO FEE FOR FILING A CERTIFICATE OF SURRENDER OF RIGHT TO TRANSACT INTRASTATE BUSINESS. The Secretary of State will certify two copies of the filed Certificate of Surrender of Right to Transact Intrastate Business without charge, **provided that the copies are submitted to the Secretary of State along with the original to be filed.** Any additional copies, submitted with the original, will be certified upon request and the prepayment of \$8.00 per copy.

To expedite processing, documents submitted by mail should be accompanied by a self-addressed envelope and a letter referencing the corporate name and corporate number as well as the name, telephone number and address of the person to whom documents should be returned.

The Secretary of State strongly recommends that competent legal counsel be consulted prior to submitting surrender documents, to ensure that all issues are appropriately addressed.

USE: Sample F-1 for all foreign (out of state or country) corporations. Paragraph 4 must be completed or the document will be rejected.

SAMPLE F-1

**CERTIFICATE OF SURRENDER OF RIGHT
TO TRANSACT INTRASTATE BUSINESS**

On behalf and by authority of

(Name of Corporation)

_____, (Corporate Number) , a corporation organized
and existing under the laws of _____, the undersigned,
(State or Place of Incorporation)

(Name of Corporate Officer)

(Title)

of said corporation does hereby certify and declare:

1. Said corporation hereby surrenders its right and authority to transact intrastate business in the State of California.
2. Said corporation hereby revokes its designation of agent for the service of process in California.
3. Said corporation consents that process against it in any action upon any liability or obligation incurred within the State of California prior to the filing of this Certificate of Surrender of Right to Transact Intrastate Business may be served upon the Secretary of State of the State of California.
4. The post office address to which the Secretary of State may mail copies of any process against the corporation that is served upon the Secretary of State is

(Signature of Corporate Officer)

WARNING:

The minimum franchise tax (or equivalent fee) will continue to be assessed against your organization each year, until you have completed the formal termination of your organization. (This warning does not apply to nonprofit corporations that have been issued a tax exemption letter.)

CORPORATE MERGER? Contact the Secretary of State at (916) 657-5448

PLACE ADDRESS
LABEL HERE